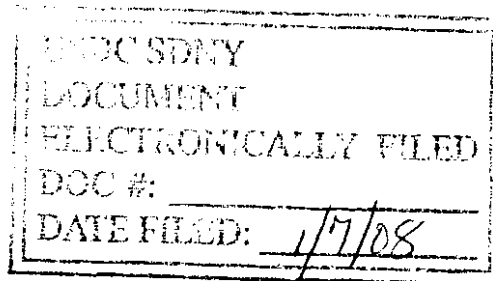


**ORIGINAL**

STANTON S.

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK



----- X  
VIACOM INTERNATIONAL, INC., :  
COMEDY PARTNERS, COUNTRY :  
MUSIC TELEVISION, INC., :  
PARAMOUNT PICTURES :  
CORPORATION, and BLACK :  
ENTERTAINMENT TELEVISION, LLC, :

Plaintiffs, :

v. :

YOUTUBE, INC., YOUTUBE, LLC, and :  
GOOGLE INC., :

Defendants. :

ECF Case

1:07-cv-02103 (LLS)(FM)


**STIPULATION AND ORDER**  
**SUBSTITUTING ATTORNEYS**

----- X

The undersigned hereby stipulate and consent to the substitution of the law firm of Mayer Brown LLP, by and through its attorneys, Richard Ben-Veniste, Andrew H. Schapiro, and A. John P. Mancini, as attorneys of record for Defendants YouTube, Inc., YouTube, LLC, and Google Inc. in the above-captioned action in place and instead of the law firm of Bartlit Beck Herman Palenchar & Scott LLP, and its attorneys, Philip S. Beck, Mark S. Ouweleen, Rebecca Weinstein Bacon, Shayna S. Cook, Carrie A. Jablonski and Alison G. Wheeler.

Dated: December 21, 2007

BARTLIT BECK HERMAN PALENCHAR & SCOTT, LLP

By:   
Philip S. Beck  
Mark S. Ouweleen  
Rebecca Weinstein Bacon  
Shayna S. Cook  
Carrie A. Jablonski  
Alison G. Wheeler

Courthouse Place  
54 West Hubbard Street  
Chicago, IL 60610

MAYER BROWN LLP

By: Richard Ben-Veniste

Richard Ben-Veniste  
Andrew H. Schapiro  
A. John P. Mancini

1675 Broadway  
New York, NY 10019

**SO ORDERED:**

Louis L. Stanton  
U.S.D.J.  
1/7/08 m

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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VIACOM INTERNATIONAL, INC.,	:	
COMEDY PARTNERS, COUNTRY	:	
MUSIC TELEVISION, INC.,	:	
PARAMOUNT PICTURES	:	
CORPORATION, and BLACK	:	
ENTERTAINMENT TELEVISION, LLC,	:	ECF Case
	:	
Plaintiffs,	:	1:07-cv-02103 (LLS)(FM)
	:	
v.	:	
	:	
YOUTUBE, INC., YOUTUBE, LLC, and	:	<b><u>CONSENT TO CHANGE ATTORNEYS</u></b>
GOOGLE INC.,	:	
	:	
Defendants.	:	
	:	
-----	X	

It is hereby consented that the law firm of Mayer Brown LLP, by and through its attorneys, Richard Ben-Veniste, Andrew H. Schapiro, and A. John P. Mancini, be substituted as attorneys of record for Defendants YouTube, Inc., YouTube, LLC, and Google Inc., in the above-captioned action in place and instead of the law firm of Bartlit Beck Herman Palenchar & Scott LLP, and its attorneys, Philip S. Beck, Mark S. Ouweleen, Rebecca Weinstein Bacon, Shayna S. Cook, Carrie A. Jablonski and Alison G. Wheeler.

Dated: December 20, 2007

YOUTUBE, INC.  
By: Zahavah Levine  
Zahavah Levine  
Officer

Sworn to before me this  
20 day of December, 2007.

Rachel Anders Claflin  
Notary Public

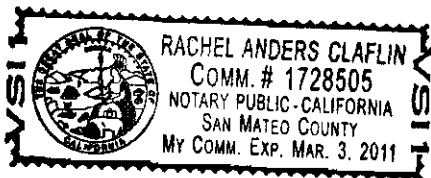


YOUTUBE, LLC

By: Zahava Levine  
Zahava Levine  
Officer

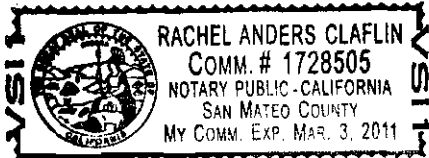
Sworn to before me this  
20 day of December, 2007.

[Signature]  
Notary Public



Sworn to before me this  
20 day of December, 2007.

[Signature]  
Notary Public



GOOGLE INC.

By: Michael S. Kwon  
MICHAEL S. KWON  
MANAGING COUNSEL, LITIGATION

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
VIACOM INTERNATIONAL, INC., :  
COMEDY PARTNERS, COUNTRY :  
MUSIC TELEVISION, INC., :  
PARAMOUNT PICTURES :  
CORPORATION, and BLACK :  
ENTERTAINMENT TELEVISION, LLC, : ECF Case  
Plaintiffs, : 1:07-cv-02103 (LLS)(FM)  
v. :  
YOUTUBE, INC., YOUTUBE, LLC, and : **DECLARATION**  
GOOGLE INC., :  
Defendants. :  
----- X

I, Mark S. Ouweleen, declare under penalty of perjury, that the following is true and correct:

1. I am a member in good standing of the Bar of the State of Illinois and am a member of the law firm of Barlit Beck Herman Palenchar & Scott LLP which is currently counsel of record for Defendants YouTube, Inc., YouTube, LLC, and Google Inc. in the above-captioned action.
2. I was admitted to this Court Pro Hac Vice on May 9, 2007.
3. I submit this declaration in support of the Stipulation and Order Substituting Attorneys to substitute the law firm of Mayer Brown LLP and its attorneys, Richard Ben-Veniste, Andrew H. Schapiro, and A. John P. Mancini, as the attorneys of record for Defendants in this action in place and instead of its current counsel.
4. This substitution should cause no delay in the proceedings of this case.
5. Defendants YouTube, Inc., YouTube, LLC, and Google Inc. have consented to the substitution of attorneys, as evidenced in the Consent to Change Attorney form accompanying

this Declaration.

6. Bartlit Beck Herman Palenchar & Scott LLP and Mayer Brown LLP have both executed the Stipulation and Order Substituting Attorney accompanying this Declaration.

WHEREFORE, it is respectfully requested that the Stipulation and Order Substituting Attorneys be granted.

Dated: December 21, 2007

  
\_\_\_\_\_  
Mark S. Ouwelken